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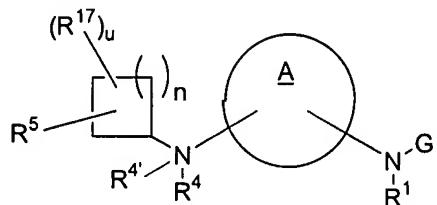
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AMENDMENTS TO THE CLAIMS

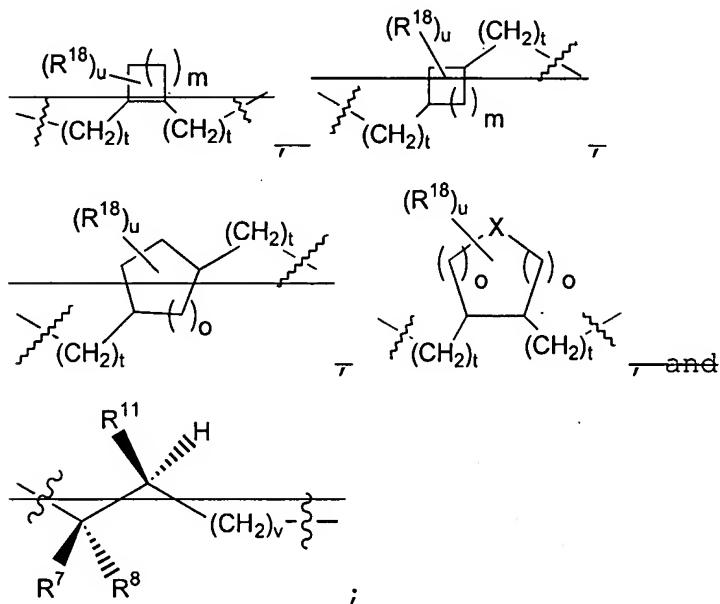
1. (CURRENTLY AMENDED) A compound of formula (I) :



(I)

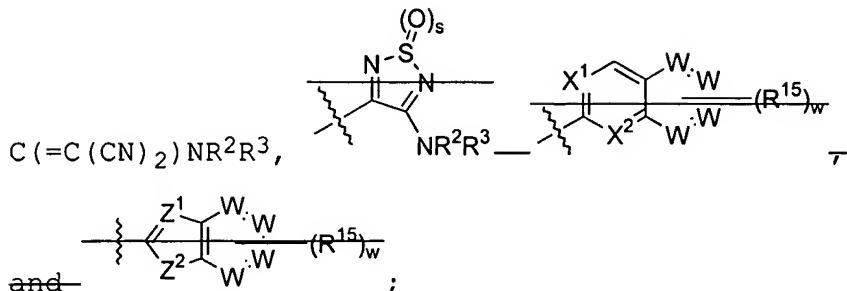
or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

A is selected from



G is selected from $-C(O)R^3$, $-C(O)NR^2R^3$, $-C(O)OR^3$,
 $-SO_2NR^2R^3$, $-SO_2R^3$, $-C(=S)NR^2R^3$, $C(=NR^{1a})NR^2R^3$,
 $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, and

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W, at each occurrence, is independently selected from C or N, provided at least two of W are C;

X is selected from O, S, and NR¹⁹;

X¹ and X² are independently selected from C and N;

Z¹ is selected from C and N;

Z² is selected from NR^{1a}, O, S and C;

R¹ and R² are independently selected from H, C₁₋₈ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^a;

R^{1a} is independently selected from H, C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^a;

R^a, at each occurrence, is selected from C₁₋₄ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^bR^b, (CH₂)_rOH, (CH₂)_rOR^c, (CH₂)_rSH, (CH₂)_rSR^c, (CH₂)_rC(O)R^b, (CH₂)_rC(O)NR^bR^b, (CH₂)_rNR^bC(O)R^b,

AMENDMENTS TO THE CLAIMS

(CH₂)_rC(O)OR^b, (CH₂)_rOC(O)R^c, (CH₂)_rCH(=NR^b)NR^bR^b,
(CH₂)_rNHC(=NR^b)NR^bR^b, (CH₂)_rS(O)_pR^c,
(CH₂)_rS(O)₂NR^bR^b, (CH₂)_rNR^bS(O)₂R^c, and
(CH₂)_rphenyl;

R^b, at each occurrence, is selected from H, C₁₋₆ alkyl,
C₃₋₆ cycloalkyl, and phenyl;

R^c, at each occurrence, is selected from C₁₋₆ alkyl,
C₃₋₆ cycloalkyl, and phenyl;

alternatively, R² and R³ join to form a 5, 6, or 7-
membered ring substituted with 0-3 R^a;

R³ is selected from a (CR^{3'}R^{3''})_r-C₃₋₁₀ carbocyclic
residue substituted with 0-5 R¹⁵ and a (CR^{3'}R^{3''})_r-
5-10 membered heterocyclic system containing 1-4
heteroatoms selected from N, O, and S, substituted
with 0-3 R¹⁵;

R^{3'} and R^{3''}, at each occurrence, are selected from H,
C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and phenyl;

R⁴ is hydrogen, C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl,
(CH₂)_rC₃₋₆ cycloalkyl, and a (CH₂)_r-C₃₋₁₀
carbocyclic residue substituted with 0-5 R^a;

alternatively, R⁴ joins with R⁸ or R¹¹ to form a
pyrrolidine or piperidine ring system substituted
with 0-3 R^{4d};

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$R^{4'}$ is absent, taken with the nitrogen to which it is attached to form an N-oxide, or selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₃₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, (CH₂)_qC(O)R^{4b}, (CH₂)_qC(O)NR^{4a}R^{4a'}, (CH₂)_qC(O)OR^{4a}, and a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{4c};

R^{4a} and R^{4a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and phenyl;

R^{4b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, (CH₂)_rC₃₋₆ cycloalkyl, C₂₋₈ alkynyl, and phenyl;

R^{4c}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_rOH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{4a}R^{4a'}, and (CH₂)_rphenyl;

R^{4d}, is selected from H, C₁₋₆ alkyl, (CHR')_qOH, (CHR')_qOR^{7a}, (CHR')_qOC(O)R^{7b}, (CHR')_qOC(O)NHR^{7a};

R⁵ is selected from a (CR^{5'}R^{5''})_t-C₃₋₁₀ carbocyclic residue substituted with 0-5 R¹⁶⁺⁶ and a (CR^{5'}R^{5''})_{t-5-10} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R¹⁶⁺⁶;

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R^{5'5} and R^{5''5}, at each occurrence, are selected from H, C₁₋₆ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, and phenyl;

R⁷, is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CHR')_qOH, (CHR')_qSH, (CHR')_qOR^{7d}, (CHR')_qSR^{7d}, (CHR')_qNR^{7a}R^{7a'}, (CHR')_qC(O)OH, (CHR')_rC(O)R^{7b}, (CHR')_qC(O)NR^{7a}R^{7a'}, (CHR')_qNR^{7a}C(O)R^{7a}, (CHR')_qNR^{7a}C(O)H, (CHR')_qC(O)OR^{7a}, (CHR')_qOC(O)R^{7b}, (CHR')_qS(O)_pR^{7b}, (CHR')_qS(O)₂NR^{7a}R^{7a'}, (CHR')_qNR^{7a}S(O)₂R^{7b}, (CHR')_qNHC(O)NR^{7a'}R^{7a}, (CHR')_qNHC(O)OR^{7a}, (CHR')_qOC(O)NHR^{7a}, C₁₋₆ haloalkyl, a (CHR')_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7c}, and a (CHR')_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7c};

R^{7a} and R^{7a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{7e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

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R^{7c}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{7f}R^{7f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rSC₁₋₄ alkyl, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{7b}, (CH₂)_rC(O)NR^{7f}R^{7f}, (CH₂)_rNR^{7f}C(O)R^{7a}, (CH₂)_rC(O)OC₁₋₄ alkyl, (CH₂)_rOC(O)R^{7b}, (CH₂)_rC(=NR^{7f})NR^{7f}R^{7f}, (CH₂)_rS(O)_pR^{7b}, (CH₂)_rNHC(=NR^{7f})NR^{7f}R^{7f}, (CH₂)_rS(O)₂NR^{7f}R^{7f}, (CH₂)_rNR^{7f}S(O)₂R^{7b}, and (CH₂)_rphenyl substituted with 0-3 R^{7e};

R^{7d}, at each occurrence, is selected from methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, and a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7c};

R^{7e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, (CH₂)_qOH, OH, (CH₂)_qSH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_qNR^{7f}R^{7f}, and (CH₂)_rphenyl;

R^{7f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl;

R⁸ is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with 0-3 R^{8a};

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R^{8a} , at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

alternatively, R⁷ and R⁸ join to form C₃₋₇ cycloalkyl, or =NR^{8b};

R^{8b} is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, OH, CN, and (CH₂)_r-phenyl;

R^{11} , is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_qOH, (CH₂)_qSH, (CH₂)_qOR^{11d}, (CH₂)_qSR^{11d}, (CH₂)_qNR^{11a}R^{11a'}, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{11b}, (CH₂)_rC(O)NR^{11a}R^{11a'}, (CH₂)_qNR^{11a}C(O)R^{11b}, (CH₂)_qNR^{11a}C(O)NR^{11a'}R^{11a}, (CH₂)_rC(O)OR^{11a}, (CH₂)_qOC(O)R^{11b}, (CH₂)_qS(O)_pR^{11b}, (CH₂)_qS(O)₂NR^{11a}R^{11a'}, (CH₂)_qNR^{11a}S(O)₂R^{11b}, C₁₋₆ haloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{11c}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11c};

R^{11a} and $R^{11a'}$, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{11e}, and a (CH₂)_r-5-10 membered heterocyclic system

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containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11b}, at each occurrence, is selected from C₁-6 alkyl, C₂-8 alkenyl, C₂-8 alkynyl, a (CH₂)_r-C₃-6 carbocyclic residue substituted with 0-2 R^{11e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

R^{11c}, at each occurrence, is selected from C₁-6 alkyl, C₂-8 alkenyl, C₂-8 alkynyl, (CH₂)_rC₃-6 cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{11f}R^{11f}, (CH₂)_rOH, (CH₂)_rOC₁-₄ alkyl, (CH₂)_rSC₁-₄ alkyl, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{11b}, (CH₂)_rC(O)NR^{11f}R^{11f}, (CH₂)_rNR^{11f}C(O)R^{11a}, (CH₂)_rC(O)OC₁-₄ alkyl, (CH₂)_rOC(O)R^{11b}, (CH₂)_rC(=NR^{11f})NR^{11f}R^{11f}, (CH₂)_rNHC(=NR^{11f})NR^{11f}R^{11f}, (CH₂)_rS(O)_pR^{11b}, (CH₂)_rS(O)₂NR^{11f}R^{11f}, (CH₂)_rNR^{11f}S(O)₂R^{11b}, and (CH₂)_rphenyl substituted with 0-3 R^{11e};

R^{11d}, at each occurrence, is selected from methyl, CF₃, C₂-6 alkyl substituted with 0-3 R^{11e}, C₃-6 alkenyl, C₃-6 alkynyl, and a C₃-10 carbocyclic residue substituted with 0-3 R^{11c};

R^{11e}, at each occurrence, is selected from C₁-6 alkyl, C₂-8 alkenyl, C₂-8 alkynyl, C₃-6 cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁-₅ alkyl, OH,

AMENDMENTS TO THE CLAIMS

SH, $(\text{CH}_2)_r \text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r \text{NR}^{11f} \text{R}^{11f}$, and
 $(\text{CH}_2)_r$ phenyl;

R^{11f} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{15} , at each occurrence, is selected from C_{1-8} alkyl, $(\text{CH}_2)_r \text{C}_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(\text{CHR}')_r \text{NR}^{15a} \text{R}^{15a}'$, $(\text{CHR}')_r \text{OH}$, $(\text{CHR}')_r \text{O}(\text{CHR}')_r \text{R}^{15d}$, $(\text{CHR}')_r \text{SH}$, $(\text{CHR}')_r \text{C}(\text{O})\text{H}$, $(\text{CHR}')_r \text{S}(\text{CHR}')_r \text{R}^{15d}$, $(\text{CHR}')_r \text{C}(\text{O})\text{OH}$, $(\text{CHR}')_r \text{C}(\text{O})(\text{CHR}')_r \text{R}^{15b}$, $(\text{CHR}')_r \text{C}(\text{O})\text{NR}^{15a} \text{R}^{15a}'$, $(\text{CHR}')_r \text{NR}^{15f} \text{C}(\text{O})(\text{CHR}')_r \text{R}^{15b}$, $(\text{CHR}')_r \text{NR}^{15f} \text{C}(\text{O})\text{NR}^{15a} \text{R}^{15a}'$, $(\text{CHR}')_r \text{C}(\text{O})\text{O}(\text{CHR}')_r \text{R}^{15d}$, $(\text{CHR}')_r \text{OC}(\text{O})(\text{CHR}')_r \text{R}^{15b}$, $(\text{CHR}')_r \text{C}(=\text{NR}^{15f})\text{NR}^{15a} \text{R}^{15a}'$, $(\text{CHR}')_r \text{NHC}(=\text{NR}^{15f})\text{NR}^{15a} \text{R}^{15a}'$, $(\text{CHR}')_r \text{S}(\text{O})_p(\text{CHR}')_r \text{R}^{15b}$, $(\text{CHR}')_r \text{S}(\text{O})_2 \text{NR}^{15a} \text{R}^{15a}'$, $(\text{CHR}')_r \text{NR}^{15f} \text{S}(\text{O})_2(\text{CHR}')_r \text{R}^{15b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', C_{2-8} alkynyl substituted with 0-3 R', $(\text{CHR}')_r$ phenyl substituted with 0-3 R^{15e} , and a $(\text{CH}_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e} ;

R', at each occurrence, is selected from H, C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r \text{C}_{3-6}$ cycloalkyl, and $(\text{CH}_2)_r$ phenyl substituted with R^{15e} ;

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R^{15a} and R^{15a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{15e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-3 R^{15e}, and (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15d}, at each occurrence, is selected from C₃₋₈ alkenyl, C₃₋₈ alkynyl, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{15e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{15e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{15e};

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{15f}R^{15f}, and (CH₂)_rphenyl;

R^{15f}, at each occurrence, is selected from H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, and phenyl;

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R¹⁶, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, NO₂, CN, (CHR')_rNR^{16a}R^{16a'}, (CHR')_rOH, (CHR')_rO(CHR')_rR^{16d}, (CHR')_rSH, (CHR')_rC(O)H, (CHR')_rS(CHR')_rR^{16d}, (CHR')_rC(O)OH, (CHR')_rC(O)(CHR')_rR^{16b}, (CHR')_rC(O)NR^{16a}R^{16a'}, (CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}, (CHR')_rC(O)O(CHR')_rR^{16d}, (CHR')_rOC(O)(CHR')_rR^{16b}, (CHR')_rC(=NR^{16f})NR^{16a}R^{16a'}, (CHR')_rNHC(=NR^{16f})NR^{16a}R^{16a'}, (CHR')_rS(O)_p(CHR')_rR^{16b}, (CHR')_rS(O)₂NR^{16a}R^{16a'}, (CHR')_rNR^{16f}S(O)₂(CHR')_rR^{16b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', and (CHR')_rphenyl substituted with 0-3 R^{16e};

R^{16a} and R^{16a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{16e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{16e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4

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heteroatoms selected from N, O, and S, substituted with 0-2 R^{16e};

R^{16d}, at each occurrence, is selected from C₃₋₈ alkenyl, C₃₋₈ alkynyl, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{16e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{16e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{16e};

R^{16e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{16f}R^{16f}, and (CH₂)_rphenyl;

R^{16f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

R¹⁷, is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_qOH, (CH₂)_qSH, (CH₂)_qOR^{17d}, (CH₂)_qSR^{17d}, (CH₂)_qNR^{17a}R^{17a'}, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{17b}, (CH₂)_rC(O)NR^{17a}R^{17a'}, (CH₂)_qNR^{17a}C(O)R^{17b}, (CH₂)_qNR^{17a}C(O)H, (CH₂)_rC(O)OR^{17a}, (CH₂)_qOC(O)R^{17b}, (CH₂)_qS(O)_pR^{17b}, (CH₂)_qS(O)₂NR^{17a}R^{17a'}, (CH₂)_qNR^{17a}S(O)₂R^{17b}, C₁₋₆ haloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{17c}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4

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heteroatoms selected from N, O, and S, substituted with 0-2 R^{17c};

R^{17a} and R^{17a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{17e}, and a (CH₂)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{17e};

R^{17b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{17e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{17e};

R^{17c}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{17f}R^{17f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rSC₁₋₄ alkyl, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{17b}, (CH₂)_rC(O)NR^{17f}R^{17f}, (CH₂)_rNR^{17f}C(O)R^{17a}, (CH₂)_rC(O)OC₁₋₄ alkyl, (CH₂)_rOC(O)R^{17b}, (CH₂)_rC(=NR^{17f})NR^{17f}R^{17f}, (CH₂)_rS(O)_pR^{17b}, (CH₂)_rNHC(=NR^{17f})NR^{17f}R^{17f}, (CH₂)_rS(O)₂NR^{17f}R^{17f}, (CH₂)_rNR^{17f}S(O)₂R^{17b}, and (CH₂)_rphenyl substituted with 0-3 R^{17e};

R^{17d}, at each occurrence, is selected from methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{17e}, C₃₋₆ alkenyl,

AMENDMENTS TO THE CLAIMS

C₃-6 alkynyl, and a C₃-10 carbocyclic residue substituted with 0-3 R^{17c};

R^{17e}, at each occurrence, is selected from C₁-6 alkyl, C₂-8 alkenyl, C₂-8 alkynyl, C₃-6 cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{17f}R^{17f}, and (CH₂)_rphenyl;

R^{17f}, at each occurrence, is selected from H, C₁-6 alkyl, and C₃-6 cycloalkyl;

R¹⁸, is selected from H, C₁-6 alkyl, C₂-8 alkenyl, C₂-8 alkynyl, (CHR')_qOH, (CHR')_qSH, (CHR')_qOR^{18d}, (CHR')_qSR^{18d}, (CHR')_qNR^{18a}R^{18a'}, (CHR')_rC(O)OH, (CHR')_rC(O)R^{18b}, (CHR')_rC(O)NR^{18a}R^{18a'}, (CHR')_qNR^{18a}C(O)R^{18a}, (CHR')_qNR^{18a}C(O)H, (CHR')_rC(O)OR^{18a}, (CHR')_qOC(O)R^{18b}, (CHR')_qS(O)_pR^{18b}, (CHR')_qS(O)₂NR^{18a}R^{18a'}, (CHR')_qNR^{18a}S(O)₂R^{18b}, C₁-6 haloalkyl, a (CHR')_r-C₃-10 carbocyclic residue substituted with 0-3 R^{18c}, and a (CHR')_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{18c};

R^{18a} and R^{18a'}, at each occurrence, are selected from H, C₁-6 alkyl, C₃-8 alkenyl, C₃-8 alkynyl, a (CH₂)_r-C₃-10 carbocyclic residue substituted with 0-5 R^{18e}, and a (CH₂)_r-5-10 membered heterocyclic

AMENDMENTS TO THE CLAIMS

system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{18e};

R^{18b}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{18e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{18e};

R^{18c}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, I, F, (CF₂)_rCF₃, NO₂, CN, (CH₂)_rNR^{18f}R^{18f}, (CH₂)_rOH, (CH₂)_rOC₁₋₄ alkyl, (CH₂)_rSC₁₋₄ alkyl, (CH₂)_rC(O)OH, (CH₂)_rC(O)R^{18b}, (CH₂)_rC(O)NR^{18f}R^{18f}, (CH₂)_rNR^{18f}C(O)R^{18a}, (CH₂)_rC(O)OC₁₋₄ alkyl, (CH₂)_rOC(O)R^{18b}, (CH₂)_rC(=NR^{18f})NR^{18f}R^{18f}, (CH₂)_rS(O)_pR^{18b}, (CH₂)_rNHC(=NR^{18f})NR^{18f}R^{18f}, (CH₂)_rS(O)₂NR^{18f}R^{18f}, (CH₂)_rNR^{18f}S(O)₂R^{18b}, and (CH₂)_rphenyl substituted with 0-3 R^{18e};

R^{18d}, at each occurrence, is selected from methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{18e}, C₃₋₆ alkenyl, C₃₋₆ alkynyl, and a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{18c};

R^{18e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH,

AMENDMENTS TO THE CLAIMS

SH, $(\text{CH}_2)_r \text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r \text{NR}^{18f} \text{R}^{18f}$, and
 $(\text{CH}_2)_r$ phenyl;

R^{18f} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{19} is selected from C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, $-\text{C}(\text{O})\text{R}^{19b}$, $-\text{C}(\text{O})\text{NR}^{19a}\text{R}^{19a}$, $-\text{C}(\text{O})\text{OR}^{19a}$, and $-\text{SO}_2\text{R}^{19a}$, a $(\text{CHR}')_r\text{-C}_{3-10}$ carbocyclic residue substituted with 0-3 R^{16} , and a $(\text{CHR}')_r\text{-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{16} ;

R^{19a} is selected from C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, C_{3-6} cycloalkyl, a $(\text{CR}^{5'5}\text{R}^{5''})_t\text{-C}_{3-10310}$ carbocyclic residue substituted with 0-5 R^{1516} and a $(\text{CR}^{5'5}\text{R}^{5''5})_r\text{-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{1616} ;

R^{19b} is selected from H, C_{1-8} alkyl, C_{3-8} alkenyl, C_{3-8} alkynyl, C_{3-6} cycloalkyl, a $(\text{CR}^{5'}\text{R}^{5''})_t\text{-C}_{3-10310}$ carbocyclic residue substituted with 0-5 R^{1516} and a $(\text{CR}^{5'}\text{R}^{5''})_r\text{-5-10}$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{1616} ;

m , at each occurrence, is selected from 1, 2, 3, 4, and 5;

AMENDMENTS TO THE CLAIMS

n, at each occurrence, is selected from 0, 1, 2, 3, 4,
and 5;

o, at each occurrence, is selected from 1 and 2;

p, at each occurrence, is selected from 1 and 2;

r, at each occurrence, is selected from 0, 1, 2, 3, 4,
and 5;

q, at each occurrence, is selected from 1, 2, 3, 4, and
5;

s, at each occurrence, is selected from 0, 1, and 2;

t, at each occurrence, is selected from 0, 1, 2, 3, 4,
and 5;

u, at each occurrence, is independently selected from
0, 1, and 2;

v, at each occurrence, is selected from 0 and 1; and

w, at each occurrence, is selected from 0, 1, 2, and 3.

2. (ORIGINAL) The compound of claim 1, wherein:

R^{4'} is absent or, taken with the nitrogen to which it
is attached to form an N-oxide;

AMENDMENTS TO THE CLAIMS

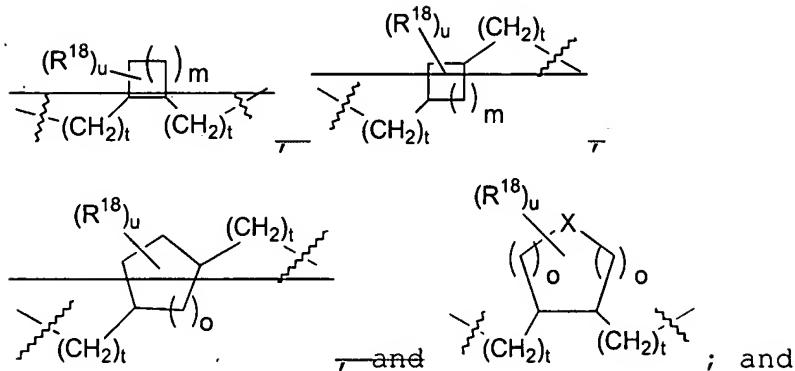
R^7 , is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, $(CHR')_qOH$, $(CHR')_qOR^{7d}$, $(CHR')_qNR^{7a}R^{7a'}$, $(CHR')_qC(O)R^{7b}$, $(CHR')_qC(O)NR^{7a}R^{7a'}$, $(CHR')_qNR^{7a}C(O)R^{7b}$, $(CHR')_qNR^{7a}C(O)H$, $(CHR')_qS(O)_2NR^{7a}R^{7a'}$, $(CHR')_qNR^{7a}S(O)_2R^{7b}$, $(CHR')_qNHC(O)NHR^{7a}$, $(CHR')_qNHC(O)OR^{7a}$, $(CHR')_qOC(O)NHR^{7a}$, C₁₋₆ haloalkyl, a $(CHR')_r-C_{3-10}$ carbocyclic residue substituted with 0-3 R^{7c} , and a $(CHR')_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7c} ;

alternatively, R^7 and R^8 join to form C₃₋₇ cycloalkyl, or =NR^{8b};

R^{11} , is selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, $(CH_2)_qOH$, $(CH_2)_qOR^{11d}$, $(CH_2)_qNR^{11a}R^{11a'}$, $(CH_2)_rC(O)R^{11b}$, $(CH_2)_rC(O)NR^{11a}R^{11a'}$, $(CH_2)_qNR^{11a}C(O)R^{11b}$, $(CH_2)_qNR^{11a}C(O)NHR^{11a}$, $(CH_2)_qNHC(O)NHR^{11a}$, $(CH_2)_qNHC(O)OR^{11a}$, $(CH_2)_qOC(O)NHR^{11a}$, C₁₋₆ haloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{11c} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11c} .

3. (CURRENTLY AMENDED) The compound of claim 2, wherein:

A is selected from



t is selected from 0, 1, and 2.

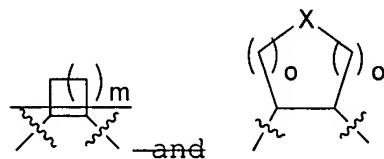
4. (ORIGINAL) The compound of claim 3, wherein:

R¹⁷ is selected from H; and

R¹⁸ is selected from H.

5. (CURRENTLY AMENDED) The compound of claim 4,
wherein:

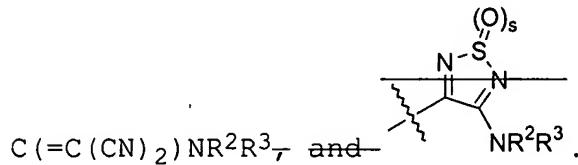
A is selected from



6. (CURRENTLY AMENDED) The compound of claim 5,
wherein:

G is selected from -C(O)R³, -C(O)NR²R³, -C(O)OR³,
-SO₂NR²R³, and -SO₂R³, -C(=S)NR²R³, C(=NR¹a)NR²R³,

$C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, and



7. (CURRENTLY AMENDED) The compound of claim 6, wherein:

G is selected from $-C(O)NR^2R^3$, ~~$C(=NR^{1a})NR^2R^3$~~ ,
 $C(=NR^{1a})NR^2R^3$, $C(=CHCN)NR^2R^3$, $C(=CHNO_2)NR^2R^3$, and
 $C(=C(CN)_2NR^2R^3)$.

8. (ORIGINAL) The compound of claim 7, wherein:

R^{16} , at each occurrence, is selected from methyl, ethyl, propyl, iso-propyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CHR')_rNR^{16a}R^{16a'}$, $(CHR')_rOH$, $(CHR')_rO(CHR')_rR^{16d}$, $(CHR')_rC(O)(CHR')_rR^{16b}$, $(CHR')_rC(O)NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$, $(CHR')_rS(O)_p(CHR')_rR^{16b}$, $(CHR')_rS(O)_2NR^{16a}R^{16a'}$, $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$, C_{1-6} haloalkyl, and $(CHR')_r$ phenyl substituted with 0-3 R^{16e} ;

R^{16a} and $R^{16a'}$, at each occurrence, are selected from H, methyl, ethyl, and a $(CH_2)_r-C_{3-6}$ carbocyclic residue substituted with 0-2 R^{16e} ;

R^{16e}, at each occurrence, is selected from methyl, ethyl, Cl, F, Br, I, CN, CF₃, and OCH₃;

R^{16f}, at each occurrence, is selected from H; and

r is selected from 0, 1, and 2.

9. (CURRENTLY AMENDED) The compound of claim 8, wherein:

R³ is selected from a (CR^{3'}R^{3''})_r-C₃₋₆ carbocyclic residue substituted with 0-2 R¹⁵ and a (CR^{3'}CR^{3''})_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted substituted with 0-2 R¹⁵;

R^{3'} and R^{3''}, at each occurrence, are selected from H;

R¹⁵, at each occurrence, is selected from C₁₋₈ alkyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br, F, CN, (CHR')_rNR^{15a}R^{15a'}, (CHR')_rOH, (CHR')_rO(CHR')_rR^{15d}, (CHR')_rC(O)(CHR')_rR^{15b}, (CHR')_rC(O)NR^{15a}R^{15a'}, (CHR')_rNR^{15f}C(O)(CHR')_rR^{15b}, (CHR')_rNR^{15f}C(O)NR^{15f}R^{15f}, (CHR')_rC(O)O(CHR')_rR^{15d}, (CHR')_rOC(O)(CHR')_rR^{15b}, (CHR')_rS(O)_p(CHR')_rR^{15b}, (CHR')_rS(O)₂NR^{15a}R^{15a'}, (CHR')_rNR^{15f}S(O)₂(CHR')_rR^{15b}, C₁₋₆ haloalkyl, C₂₋₈ alkenyl substituted with 0-3 R', C₂₋₈ alkynyl substituted with 0-3 R', (CHR')_rphenyl substituted with 0-3 R^{15e}, and a (CH₂)_r-5-10 membered heterocyclic system

AMENDMENTS TO THE CLAIMS

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R', at each occurrence, is selected from H, and C₁₋₆ alkyl;

R^{15a} and R^{15a'}, at each occurrence, are selected from H, C₁₋₆ alkyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-5 R^{15e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e};

R^{15b}, at each occurrence, is selected from C₁₋₆ alkyl, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-3 R^{15e}, and (CH₂)_r-5-6 membered heterocyclic system containing 1-2 heteroatoms selected from N, O, and S, substituted with 0-2 R^{15e}; and

R^{15e}, at each occurrence, is selected from C₁₋₆ alkyl, Cl, F, Br, I, CN, (CF₂)_rCF₃, and OH.

10. (CANCELED)

11. (CANCELED)

12. (CANCELED)

13. (CANCELED)

14. (CANCELED)

15. (CANCELED)

16. (CANCELED)

17. (CANCELED)

18. (CANCELED)

19. (CANCELED)

20. (CANCELED)

21. (CANCELED)

22. (CANCELED)

23. (CURRENTLY AMENDED) The compound of claim 1
wherein the compound is selected from:

N-(3-acetylphenyl)-N'-(2R)-2-[[(cis)-4-[(4-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1R)-1-cyclohexyl]urea hydrochloride,

N-(3-acetylphenyl)-N'-(2R)-2-[[(trans)-4-[(4-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1R)-1-cyclohexyl]urea hydrochloride,

N-(3-cyanophenyl)-N'-(2R)-2-[[(trans)-4-[(4-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1R)-1-cyclohexyl]urea trifluoroacetate,

AMENDMENTS TO THE CLAIMS

$N-(3\text{-cyanophenyl})-N'-(2R)-2-[[(cis)-4-(4\text{-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1R)-1\text{-cyclohexyl]urea trifluoroacetate;}$

$N-(3\text{-cyanophenyl})-N'-(2S)-2-[[(trans)-4-(4\text{-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1S)-1\text{-cyclohexyl]urea trifluoroacetate;}$

$N-(3\text{-cyanophenyl})-N'-(2S)-2-[[(cis)-4-(4\text{-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1S)-1\text{-cyclohexyl]urea trifluoroacetate;}$

$N-(3\text{-acetylphenyl})-N'-(2S)-2-[[(trans)-4-(4\text{-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1S)-1\text{-cyclohexyl]urea trifluoroacetate;}$

$N-(3\text{-acetylphenyl})-N'-(2S)-2-[[(cis)-4-(4\text{-fluorophenyl)methyl]-1-cyclohexyl]amino]-(1S)-1\text{-cyclohexyl]urea trifluoroacetate;}$

$N-(3\text{-acetylphenyl})-N'-(2R)-2-[[(3R)-3-(4\text{-fluorophenyl)methyl]-(1R)-1-cyclohexyl]amino]-(1R)-1\text{-cyclohexyl]urea;}$

$N-(3\text{-acetylphenyl})-N'-(2R)-2-[[(3R)-3-(4\text{-fluorophenyl)methyl]-(1S)-1-cyclohexyl]amino]-(1R)-1\text{-cyclohexyl]urea;}$

$N-(3\text{-acetylphenyl})-N'-(2R)-2-[[(3S)-3-(4\text{-fluorophenyl)methyl]-(1R)-1-cyclohexyl]amino]-(1R)-1\text{-cyclohexyl]urea;}$

AMENDMENTS TO THE CLAIMS

~~N-(3-acetylphenyl)-N'-(2R)-2-[[(3S)-3-[{(4-~~
~~fluorophenyl)methyl]-(1S)-1-cyclohexyl]amino]-~~
~~(1R)-1-cyclohexyl]urea;~~

~~N-(4-fluorophenyl)-N'-(2R)-2-[[(3R)-3-[{(4-~~
~~fluorophenyl)methyl]-(1R)-1-cyclohexyl]amino]-~~
~~(1R)-1-cyclohexyl]urea;~~

~~N-(4-fluorophenyl)-N'-(2R)-2-[[(3R)-3-[{(4-~~
~~fluorophenyl)methyl]-(1S)-1-cyclohexyl]amino]-~~
~~(1R)-1-cyclohexyl]urea;~~

~~N-(4-fluorophenyl)-N'-(2R)-2-[[(3S)-3-[{(4-~~
~~fluorophenyl)methyl]-(1R)-1-cyclohexyl]amino]-~~
~~(1R)-1-cyclohexyl]urea;~~

~~N-(4-fluorophenyl)-N'-(2R)-2-[[(3S)-3-[{(4-~~
~~fluorophenyl)methyl]-(1S)-1-cyclohexyl]amino]-~~
~~(1R)-1-cyclohexyl]urea;~~

~~N-(3-acetylphenyl)-N'-((3S,4S)-4-{[4-(4-~~
~~fluorobenzyl)cyclohexyl]amino}tetrahydro-3-~~
~~furanyl)urea.~~

~~N-(3-acetylphenyl)-N'-((2S)-1-[4-(4-~~
~~fluorobenzyl)cyclohexyl]pyrrolidinyl)methyl)urea;~~

~~N-(3-acetylphenyl)-N'-((2S)-1-[4-(4-~~
~~fluorobenzyl)cyclohexyl]pyrrolidinyl)methyl)urea;~~

~~N-(3-acetylphenyl)-N'-((2R)-1-[4-(4-~~
~~fluorobenzyl)cyclohexyl]pyrrolidinyl)methyl)urea;~~

AMENDMENTS TO THE CLAIMS

~~N-(3-acetylphenyl)-N'-([(2R)-1-[4-(4-~~
~~fluorobenzyl)cyclohexyl]pyrrolidinyl)methyl)urea;~~

~~N-(3-acetylphenyl)-N'-(3R)-1-[4-(4-~~
~~fluorobenzyl)cyclohexyl]pyrrolidinyl)urea;~~

~~N-(3-acetylphenyl)-N'-(3R)-1-[4-(4-~~
~~fluorobenzyl)cyclohexyl]pyrrolidinyl)urea;~~

~~N-(3-acetylphenyl)-N'-(3S)-1-[4-(4-~~
~~fluorobenzyl)cyclohexyl]pyrrolidinyl)urea; and~~

~~N-(3-acetylphenyl)-N'-(3S)-1-[4-(4-~~
~~fluorobenzyl)cyclohexyl]pyrrolidinyl)urea.~~

24. (ORIGINAL) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

25. (ORIGINAL) A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

26. (ORIGINAL) A method for treating or preventing inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

AMENDMENTS TO THE CLAIMS

27. (ORIGINAL) A method for treating or preventing asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

28. (NEW) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 9.

29. (NEW) A method for modulation of chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 9.

30. (NEW) A method for treating inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 9.

31. (NEW) A method for treating or preventing asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 9.

32. (NEW) A method according to Claim 30, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, allergic colitis, eczema, conjunctivitis, familial eosinophilia, eosinophilic cellulitis, eosinophilic pneumonias, eosinophilic fasciitis, and eosinophilic gastroenteritis.

AMENDMENTS TO THE CLAIMS

33. (NEW) The method according to Claim 32,
wherein the disorder is allergic rhinitis.

34. (NEW) The method according to Claim 32,
wherein the disorder is atopic dermatitis.

35. (NEW) The method according to Claim 32,
wherein the disorder is inflammatory bowel diseases.